

GOVERNANCE DOCUMENT FOR THE TRUST FUNDS SUPPORTING THE GLOBAL FINANCING FACILITY FOR WOMEN, CHILDREN AND ADOLESCENTS

Adopted on February 4, 2019, and Revised on September 19, 2019

1. TRUST FUND COMMITTEE

The Global Financing Facility for Women, Children and Adolescents (GFF) is comprised of one or more trust funds (“GFF Trust Funds”) administered by the Bank under the terms of administration agreements and arrangements entered into by the Bank and each donor contributing to the GFF Trust Funds (“Donors”), which incorporate this Governance Document (“Trust Fund Governance Document”).

The Trust Fund Committee’s purpose is to facilitate the coordination and collaboration among all Donors and the Bank in supporting mobilization and use of resources catalytically and sustainably to achieve optimal impact.

The Trust Fund Committee draws advice from to the GFF Investors Group, which comes together regularly at the global level to discuss progress and how to strengthen collaboration. The GFF Investors Group operates under the terms of its applicable governance document.

1.1 Composition

The Trust Fund Committee comprises representatives of the Bank, including as Chair, and representation from Donors. All Donors have representation on the Trust Fund Committee, whether direct or through constituencies, except under subparagraph (c) below. The Secretariat will keep track of Trust Fund Committee membership.

(a) Direct Representation

Each Donor making a commitment by way of entering into legal agreement(s) with the Bank to contribute to the GFF Trust Funds will have a dedicated decision-making seat (“direct representation”) on the Trust Fund Committee for the period indicated below:

- (i) One year after commitments reach an aggregate amount of USD 30 million.
- (ii) An additional year each time commitments reach an added aggregate amount of USD 20 million.
- (iii) For the duration of the Trust Fund Committee after commitments reach an aggregate amount of USD 200 million.

Direct representation on the Trust Fund Committee commences on the Trust Fund Committee meeting that follows the execution of the relevant legal agreement. The date of the Trust Fund Committee when direct representation commences will be communicated by the Secretariat to the Donor. Notwithstanding the above, a Donor who had direct representation prior to the effectiveness of this Trust Fund Governance Document may keep its direct representation until at least June 30, 2022.

(b) Constituency Representation

Any donor without direct representation under subparagraph (a) above may be represented through a constituency as follows:

- (i) Through a Donor that has direct representation; provided that the Donor having direct representation agrees to such representation.
- (ii) With other Donors without direct representation, all of which collectively will have one seat if the required threshold described in 1.1 (a) above is jointly met.

Any constituency is entitled to one decision making seat on the Trust Fund Committee. Donors in the constituencies will agree on the arrangements for their representation and the Secretariat can facilitate such arrangement, as necessary.

(c) No Representation

Notwithstanding the above, for-profit private sector Donors will have no representation on the Trust Fund Committee, including with respect to Section 3.1 below, unless requested by that Donor and agreed by the Trust Fund Committee.

(d) Attendance

All Trust Fund Committee representatives are expected to be designated senior level representative, with the possibility of a designated alternate. All representatives are expected to ensure regular attendance at Trust Fund Committee meetings through themselves or their alternates. The Chair may invite other stakeholders to observe Trust Fund Committee meetings.

1.2. Decision Making

Decision-making by the Trust Fund Committee is by consensus in meetings and no-objection virtual processes handled by the Secretariat between meetings, except that the Bank will not participate in the decision-making relating to funding requests submitted by Eligible Transferees (as defined below) nor review progress and financial reports provided by Eligible Transferees. Consensus and no objection approval need not reflect unanimity. Trust Fund Committee members may abstain or dissent for the record without blocking a decision and ability to proceed.

The Trust Fund Committee is expected to meet semi-annually. Trust Fund Committee meeting locations, dates and agendas are coordinated by the Secretariat.

1.3. Roles and Responsibilities

The roles and responsibilities of the Trust Fund Committee include:

1. *GFF Trust Funds Strategy and Operations*
 - a) Contribute to defining the principles, strategic funding approaches and priorities that guide the support of the GFF Trust Funds to country investment cases (“Investment Cases”).
 - b) Provide strategic guidance on the GFF Trust Funds’ approach for global support of reproductive, maternal, newborn, child and adolescent health and nutrition (“RMNCAH-N”), including Sexual Reproductive Health and Rights (“SRHR”), and related approaches for health financing, domestic resource mobilization, private sector engagement and civil registration and vital statistics (“CRVS”) systems.
 - c) Review annual reports prepared with reference to the Results Framework.
 - d) Endorse the Operations Manual for the transfer of funds to Eligible Transferees, and any amendment thereto, in accordance to its provisions.
 - e) Periodically review the GFF strategy to identify and manage risks.

2. *GFF Trust Funds Allocations*
 - a) Decide which countries are eligible as recipients or beneficiaries of GFF Trust Funds support and approve the selection of countries for GFF Trust Fund financing.
 - b) Review project pipelines and funding allocation envelopes for GFF Trust Funds support of Investment Cases.
 - c) Review the annual plan and approve the allocation of GFF Trust Funds financing to global public goods.
 - d) Review the Secretariat's annual work plans and budget.
 - e) Review and approve funding requests for entities eligible to receive funds by way of transfers from the GFF Trust Funds, including IFC ("Eligible Transferees").
 - f) Review periodic financial reports of the GFF Trust Funds.

3. *Partner Engagement and Resource Mobilization*
 - a) Promote collaboration with a wide and diverse range of stakeholders to maximize the impact of GFF Trust Funds-supported activities, including support to Investment Cases.
 - b) Solicit nominations from the GFF Investors Group for the position of GFF Investors Group chair, and select a candidate from such nominations.
 - c) Mobilize, in coordination with the Secretariat, additional contributions and donors to the GFF Trust Funds.
 - d) Promote mobilization of external and domestic resources for Investment Cases.

2. SECRETARIAT

2.1. Composition

The Secretariat is comprised of professional and administrative staff employed by the Bank, which may include secondments. The Secretariat operates under Bank management and in accordance with Bank policies and procedures.

2.2 Roles and Responsibilities

The roles and responsibilities of the Secretariat include:

1. *GFF Trust Funds Strategy and Operations*
 - a) Develop principles, strategic funding approaches and priorities to guide Investment Cases.
 - b) Conduct periodic strategy reviews with the Trust Fund Committee to identify and manage risks.
 - c) Arrange any mid-term reviews and independent evaluations.
 - d) Prepare the Operations Manual for the transfer of funds to Eligible Transferees, and any amendment thereto for consideration by the Trust Fund Committee.
 - e) Update the country eligibility list for review and approval by the Trust Fund Committee.
 - f) Prepare annual work plans and budget for review by the Trust Fund Committee.
 - g) Present project pipelines for GFF Trust Funds support of Investment Cases.
 - h) Present project pipelines/activities for IFC and other Eligible Transferees for Trust Fund Committee approval.

2. *Program Management and Administration*

- a) Provide annual and mid-year updates on the consolidated financial reports for the GFF Trust Funds at an aggregate level, in addition to the standard financial reports provided by the Bank through the Development Partner Center.
- b) Organize GFF Investors Group and Trust Fund Committee meetings.
- c) Coordinate and maintain records on Trust Fund Committee membership, including constituencies, designated representatives and alternates.
- d) Prepare the annual report of the GFF.
- e) Support GFF Trust Funds resource mobilization, as well as broader GFF resource mobilization, partner engagement and communications.
- f) Support the GFF's global work on RMNCAH, including results monitoring, synthesizing learning from country experiences, facilitate learning and knowledge exchange about RMNCAH-N.

3. **GENERAL**

3.1 This Trust Fund Governance Document becomes effective upon adoption by the Trust Fund Committee on a no-objection basis. Thereafter, amendments to this document may be proposed to the Secretariat for the Trust Fund Committee consideration and approval. The Secretariat maintains and distributes the records of any such amendments. Amendments to this document are expected to apply directly to all GFF Trust Funds administration agreements and arrangements, as stated therein, without further need to amend such administration agreements and arrangements; provided such amendments (i) do not conflict with the terms of such administration agreements and arrangements; and (ii) are consistent with the Bank's applicable policies and procedures (and of any Eligible Transferee with respect to its transferred amounts), both of which prevail over this Trust Fund Governance Document in case of conflict.

3.2 Nothing in this Governance Document is intended to or may be considered a waiver of, or impair or limit, any privileges or immunities of any Trust Fund Committee participant under its relevant governing documents, or under any applicable law, all of which are expressly reserved.